

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>GTCR INVESTMENT XI LLC</u> (Last) (First) (Middle) <u>C/O GTCR, LLC</u> <u>300 N. LASALLE SUITE 5600</u> (Street) <u>CHICAGO IL 60654</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MARAVAILIFESCIENCES HOLDINGS, INC. [MRVI]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/22/2023</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class B Common Stock	01/22/2023		D		4,575,170 ⁽¹⁾	D	\$0.00	119,094,026	I	See footnotes ⁽²⁾⁽³⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Common Units	(4)	01/22/2023		D		4,575,170 ⁽⁵⁾		(4)	(4)	Class A Common Stock	4,575,170	\$0.00	119,094,026	I	See footnotes ⁽⁶⁾

1. Name and Address of Reporting Person *

GTCR INVESTMENT XI LLC

(Last) (First) (Middle)

C/O GTCR, LLC

300 N. LASALLE SUITE 5600

(Street)

CHICAGO IL 60654

(City) (State) (Zip)

1. Name and Address of Reporting Person *

MARAVAILIFE SCIENCES HOLDINGS, LLC

(Last) (First) (Middle)

C/O MARAVAI LIFE SCIENCES HOLDINGS, INC.

10770 WATERIDGE CIRCLE SUITE 200

(Street)

SAN DIEGO CA 92121

(City) (State) (Zip)

1. Name and Address of Reporting Person *		
<u>GTCR FUND XI/B LP</u>		
(Last)	(First)	(Middle)
C/O GTCR, LLC		
300 N. LASALLE SUITE 5600		
(Street)		
CHICAGO	IL	60654
(City) (State) (Zip)		

1. Name and Address of Reporting Person *		
<u>GTCR CO-INVEST XI LP</u>		
(Last)	(First)	(Middle)
C/O GTCR, LLC		
300 N. LASALLE SUITE 5600		
(Street)		
CHICAGO	IL	60654
(City) (State) (Zip)		

1. Name and Address of Reporting Person *		
<u>GTCR PARTNERS XI/B LP</u>		
(Last)	(First)	(Middle)
C/O GTCR, LLC		
300 N. LASALLE SUITE 5600		
(Street)		
CHICAGO	IL	60654
(City) (State) (Zip)		

Explanation of Responses:

1. Reflects shares of the Class B common stock, par value \$0.01 per share (the "Class B Common Stock"), of Maravai LifeSciences Holdings, Inc.'s (the "Issuer") forfeited by Maravai Life Sciences Holdings, LLC ("MLSH 1") for no consideration.
2. Reflects shares of the Class B Common Stock held directly by MLSH 1. MLSH 1 is managed by a board of managers controlled by GTCR Fund XI/B LP ("GTCR Fund XI/B") and GTCR Co-Invest XI LP ("GTCR Co-Invest XI"). GTCR Partners XI/B LP ("GTCR Partners XI/B") is the general partner of GTCR Fund XI/B. GTCR Investment XI LLC ("GTCR Investment XI") is the general partner of GTCR Co-Invest XI and GTCR Partners XI/B. GTCR Investment XI is managed by a board of managers (the "GTCR Board of Managers") consisting of Mark M. Anderson, Aaron D. Cohen, Sean L. Cunningham, Benjamin J. Daverman, David A. Donmini, Constantine S. Mihas and Collin E. Roche, and no single person has voting or dispositive authority over the Class B Common Stock held directly by MLSH 1.
3. (Continued From Footnote 2) Each of GTCR Partners XI/B, GTCR Investment XI and the GTCR Board of Managers may be deemed to share beneficial ownership of the Class B Common Stock held directly by MLSH 1, and each of the individual members of the GTCR Board of Managers disclaims beneficial ownership of the Class B Common Stock held directly by MLSH 1 except to the extent of the pecuniary interest therein.
4. Pursuant to the Exchange Agreement dated November 19, 2020, by and among the Issuer, Maravai Topco Holdings, LLC ("Topco LLC") and MLSH 1 (the "Exchange Agreement"), units of Topco LLC (the "Common Units") (together with one share of Class B Common Stock for every Common Unit) are exchangeable for one share of the Issuer's Class A common stock, par value \$0.01 per share (the "Class A Common Stock"), or for cash from a substantially concurrent public offering or private sale (based on the price of the Issuer's Class A common stock in such public offering or private sale). Common Units do not expire.
5. Reflects Common Units which were forfeited by MLSH 1 for no consideration.
6. Reflects Common Units owned directly by MLSH 1. Each Common Unit is exchangeable for one share of Class A Common Stock pursuant to the Exchange Agreement.

Remarks:

Each of the reporting persons is a director-by-deputization solely for purposes of Section 16 of the Securities Exchange Act of 1934.

/s/ Kurt Oreshack, as General Counsel and Secretary of Maravai Life Sciences Holdings, LLC 01/24/2022

/s/ Jeffrey Wright, by power of attorney for GTCR Fund XI/B LP 01/24/2022

/s/ Jeffrey Wright, by power of attorney for GTCR Co-Invest XI LP 01/24/2022

/s/ Jeffrey Wright, by power of attorney for GTCR Partners XI/B LP 01/24/2022

/s/ Jeffrey Wright, by power of attorney for GTCR Investment XI LLC 01/24/2022

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.